

EXHIBIT F

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
RESIDENTIAL CAPITAL, LLC, et al.,¹) Chapter 11
Debtors.) Case No. 12-12020 (MG)
) Jointly Administered

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT TO FIRST INTERIM FEE APPLICATION OF
MESIROW FINANCIAL CONSULTING, LLC FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE EXAMINER
FOR THE PERIOD JULY 24, 2012 THROUGH AUGUST 31, 2012**

I, Ralph Tuliano, hereby certify that:

1. I am the Chief Executive Officer of Mesиrow Financial Consulting, LLC (MFC), financial advisor to Arthur J. Gonzalez, the Court-appointed Examiner (the "Examiner") for Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors") in the above-captioned cases (the "Chapter 11 Cases"). I am the professional designated by MFC in connection with the Chapter 11 Cases with respect to compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Declaration of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings, filed with the Court on May 14, 2012. Additional subsidiaries and affiliates of the Debtors may file Chapter 11 petitions on a rolling basis. As used herein, the term "Debtors" includes any such entities.

Expenses Filed Under 11 U.S.C. §330 (Appendix A to 28 C.F.R. § 58), dated May 17, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines").

2. I make this certification in support of the First Interim Fee Application of Mesirow Financial Consulting, LLC for Compensation and Reimbursement of Expenses as Financial Advisor to the Examiner for the Period July 24, 2012 through August 31, 2012 (the "Application"), in accordance with the Local Guidelines.

3. In respect to section A.1 of the Local Guidelines, I certify that:

- a. I have read the Application.
- b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines unless otherwise specifically noted in the certification and described in the Application.
- c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by MFC and generally accepted by MFC's clients.
- d. In providing a reimbursable service, MFC does not make a profit on that service, whether the service is performed by MFC in-house or through a third party.

4. In respect to section A.2 of the Local Guidelines, I certify that MFC has provided to counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"),

on a monthly basis, a statement of MFC's fees and disbursements accrued during the previous month.

5. In respect to section A.3 of the Local Guidelines, I certify that the Debtors, counsel to the Debtors and the U.S. Trustee, are each being provided with a copy of the Application at least ten (10) days before the hearing on the Application.

6. In respect to the UST Guidelines, I certify that the Examiner has reviewed and approved the Application.

7. By this certification, MFC does not waive or release any rights or entitlements it has under the order of this Court dated August 29, 2012, approving, under section 327(a) of title 11, United States Code, MFC's retention by the Examiner pursuant to MFC's normal billing rates and customary reimbursement and disbursement practices.

Dated: New York, New York
October 19, 2012

MESIROW FINANCIAL CONSULTING, LLC

By: /s/ Ralph S. Tuliano
Ralph S. Tuliano
Chief Executive Officer
Mesirow Financial Consulting, LLC
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New York, NY 10017